

# State and Federal Applications for Renewal of the Trans Alaska Pipeline System

©2001 Trans Alaska Pipeline System Owners

## Notice on Revisions

The contents of this electronic file are subject to revision without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at [www.tapsrow.com](http://www.tapsrow.com). Please visit the web site to ensure that you have the current version.





**PHILLIPS Transportation Alaska, Inc.**

P.O. BOX 100360  
ANCHORAGE, ALASKA 99510-0360  
PHONE (907) 263-3710  
FACSIMILE (907) 265-6339

**Margaret A. Yaege**  
President

**APR 30 2001**

Mr. Francis Cherry, Jr.  
Alaska State Director  
Bureau of Land Management  
222 W. 7<sup>th</sup> Ave., #13  
Anchorage, Alaska 99504

Mr. Jerry Brossia  
Authorized Officer  
Bureau of Land Management  
411 West 4<sup>th</sup> Ave., Suite 2  
Anchorage, AK 99501

Re: Renewal Of TAPS Right-of-Way And Associated Rights

Gentlemen:

Phillips Transportation Alaska, Inc. ("Phillips Transportation") respectfully seeks renewal of its undivided interest in the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant") and other rights associated with the Federal Grant ("Associated Rights"). To that end, this letter is followed by a SUPPLEMENTAL APPLICATION and accompanies a MASTER APPLICATION and related materials.

As you know, Phillips Transportation and the other TAPS Owners have established a Right-of-Way Renewal Team to work with the Federal Government, the State of Alaska, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on matters relating to this application to renew the Federal Grant and Associated Rights. Please direct all correspondence and notifications to W. Steven Jones.

Very truly yours,

*Margaret A. Yaege*  
Margaret A. Yaege

BLM AK SO 952  
ANCHORAGE, AK  
01 MAY -2 AM 9:07

SUPPLEMENTAL  
**APPLICATION FOR TRANSPORTATION AND  
UTILITY SYSTEMS AND FACILITIES  
ON FEDERAL LANDS  
TO THE MASTER APPLICATION**

FORM APPROVED  
OMB NO. 1004-0060  
Expires: December 31, 2001

**FOR AGENCY USE ONLY**

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

Application Number

Date filed

1. Name and address of applicant *(include zip code)*

Phillips Transportation Alaska, Inc.  
700 G Street  
Anchorage, AK 99501

2. Name, title, and address of authorized agent if different from Item 1 *(include zip code)*

3. TELEPHONE (area code)

Applicant  
(907) 263-3710  
Authorized Agent

4. As applicant are you? *(check one)*

- a. ☐ Individual  
b. ☒ Corporation\*  
c. ☐ Partnership/Association\*  
d. ☐ State Government/State Agency  
e. ☐ Local Government  
f. ☐ Federal Agency

\* If checked, complete supplemental page

5. Specify what application is for: *(check one)*

- a. ☐ New authorization  
b. ☒ Renewing existing authorization No. See additional response on page 6.  
c. ☐ Amend existing authorization No.  
d. ☐ Assign existing authorization No.  
e. ☐ Existing use for which no authorization has been received\*  
f. ☐ Other\*

\* If checked, provide details under Item 7

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No Not Applicable.

7. Project description *(describe in detail)*: (a) Type of system or facility, (e.g., canal, pipeline, road); (b) related structures and facilities; (c) physical specifications length, width, grading, etc.; (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction *(Attach additional sheets, if additional space is needed.)*

- (a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");  
(b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D- 1H;  
(c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;  
(d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;  
(e) Year round;  
(f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);  
(g) Not applicable;  
(h) Not applicable.

8. Attach a map covering area and show location of project proposal See generally Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D - 1H.

9. State or local government approval: ☐ Attached ☒ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☒ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☒ No *(If "yes," indicate on map)*

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See generally Duration Report and Environmental Report, including § 2.1 and Appendices A, B and D, and 43 U.S.C. § 1653. Note also that Alyeska Pipeline Service Company ("Alyeska") has effectively operated and maintained TAPS for over 20 years and applicant owns an undivided interest in Alyeska. In addition applicant, through Alyeska, has the technical and financial capability to operate, maintain and terminate TAPS.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. (Specify number, date, code, or name)

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal (construction, operation, and maintenance); (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5 (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does not include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant

Margaret A. Yaege

Date

APR 30 2001

Title 18, U.S.C. Section 1001 and Title 43, U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS  
AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION  
ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture  
Regional Forester, Forest Service (USFS)  
Federal Office Building, P.O. Box 21628  
Juneau, Alaska 99802-1628  
Telephone: (907) 586-7847 (or a local Forest Service Office)

Department of the Interior  
Bureau of Indian Affairs (BIA)  
Juneau Area Office  
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex  
Juneau, Alaska 99802  
Telephone: (907) 586-7177

Bureau of Land Management (BLM)  
222 West 7th Ave., Box 13  
Anchorage, Alaska 99513-7599  
Telephone: (907) 271-5477 (or a local BLM Office)

National Park Service (NPS)  
Alaska Regional Office 2525 Gambell St., Rm. 107  
Anchorage, Alaska 99503-2892  
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)  
Office of the Regional Director  
1011 East Tudor Road  
Anchorage, Alaska 99503  
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

Department of Transportation  
Federal Aviation Administration  
Alaska Region AAL-4, 222 West 7th Ave., Box 14  
Anchorage, Alaska 99513-7587  
Telephone: (907) 271-5285

**NOTE** - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS  
(Items not listed are self-explanatory)

- Item
- 7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.
  - 8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.
  - 9, 10, and 12 - The responsible agency will provide additional instructions.
  - 13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.
  - 14 The responsible agency will provide instructions.
  - 15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.
  - 16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.
- Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL		
NOTE: The responsible agency(ies) will provide additional instructions	CHECK APPROPRIATE BLOCK	
I - PRIVATE CORPORATIONS	ATTACHED	FILED*
a. Articles of Incorporation See Tab Federal Supplemental Question 1a in this Volume.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Corporation Bylaws See Tab Federal Supplemental Question 1b in this Volume.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State. See Tab Federal Supplemental Question 1c in this Volume.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing See Tab Federal Supplemental Question 1d in this Volume.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirectly, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate. See Tab Federal Supplemental Question 1e in this Volume.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. If application is for an oil or gas pipeline, describe any related right-of-way or temporary use permit applications, and identify previous applications. See generally Federal and State Line Lists in Volume 2 at Tab 1.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal. See generally Federal Line Lists in Volume 2 at Tab 1D-1H.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
II - PUBLIC CORPORATIONS		
a. Copy of law forming corporation Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
b. Proof of organization Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
c. Copy of Bylaws Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY		
a. Articles of association, if any Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
b. If one partner is authorized to sign, resolution authorizing action is Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
c. Name and address of each participant, partner, association, or other . . . Not applicable	<input type="checkbox"/>	<input type="checkbox"/>
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable	<input type="checkbox"/>	<input type="checkbox"/>

\* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information (e.g., number, date, code, name). If not on file or current, attach the requested information.

<p><b>DATA COLLECTION STATEMENT</b></p> <p>The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands. Federal agencies use this information to evaluate your proposal. No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.</p> <p><b>BURDEN HOURS STATEMENT</b></p> <p>The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for</p>	<p>reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240</p> <p>A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.</p>
--	---

## NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

**APPLICATION FOR TRANSPORTATION AND  
UTILITY SYSTEMS AND FACILITIES  
ON FEDERAL LAND**

**For the Trans-Alaska Pipeline System**

**Continuation of Item #5:** Renewal on the same terms of applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

**Continuation of Item #17:** In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

**Continuation of Item #19:** TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

**Hazardous Material Use.** Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

**Hazardous Material Production.** TAPS does not produce hazardous materials.

**Hazardous Material Transportation.** Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also



must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

# **Federal Supplemental Question Ia**

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "PHILLIPS TRANSPORTATION ALASKA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ARCO PIPE LINE COMPANY" TO "ARCO TRANSPORTATION ALASKA, INC.", FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1991, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ARCO TRANSPORTATION ALASKA, INC." TO "PHILLIPS TRANSPORTATION ALASKA, INC.", FILED THE FIRST DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0442416 8100X

AUTHENTICATION: 0967773

010069535

DATE: 02-12-01

**RESTATED CERTIFICATE OF INCORPORATION OF  
ARCO PIPE LINE COMPANY**

**ARCO PIPE LINE COMPANY**, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is **ARCO PIPE LINE COMPANY** and the name under which the corporation was originally incorporated is **SINCLAIR PIPE LINE COMPANY**. The date of filing of its original Certificate of Incorporation with the Secretary of State was November 9, 1950.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by changing the name of the corporation, enlarging the nature of its corporate powers and purposes, and eliminating or limiting the liability of directors.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

1. The name of the corporation is:

ARCO Transportation Alaska, Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) and the par value of each of such shares is Ten Thousand Dollars (\$10,000) amounting in the aggregate to One Billion Dollars (\$1,000,000,000).

5. The Board of Directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

6. The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of Delaware.
7. To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or may hereafter be amended, a director of the Company shall not be liable to the Company or its Stockholder for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is amended after approval by the Stockholder of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article 7 by the Stockholder of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification or with respect to events occurring prior to such time.

4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Sections 228, 242, and 245 of the General Corporation Law of Delaware.

5. This Restated Certificate of Incorporation shall be effective on February 28, 1991.

IN WITNESS WHEREOF, said ARCO PIPE LINE COMPANY has caused this Certificate to be signed by Daniel O. Gallas, its President, and attested by Cynthia Claus, its Secretary as of this 28th day of February, 1991.

ARCO PIPE LINE COMPANY

By: *Daniel O. Gallas*  
Daniel O. Gallas  
President

Attest:

By: *Cynthia Claus*  
Cynthia Claus, Secretary

Doc. 6

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ARCO TRANSPORTATION ALASKA, INC.**

\*\*\*\*\*

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

\*\*\*\*\*

We, John A. Carrig, Vice President and Treasurer, and N. A. Loftis, Secretary, of ARCO Transportation Alaska, Inc., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

- I. That the Certificate of Incorporation of said corporation be amended, as follows:

By striking out the whole of Article FIRST thereof as it now exists and inserting in lieu and instead thereof a new Article FIRST, reading as follows:

"The name of the Corporation is

**PHILLIPS TRANSPORTATION ALASKA, INC."**

- II. That such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the authorization of the sole stockholder entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this certificate this 1st day of August 2000.

ATTEST:

ARCO TRANSPORTATION  
ALASKA, INC.

  
N. A. Loftis, Secretary

By   
John A. Carrig  
Vice President and Treasurer

*NAJ*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 08/01/2000  
001388700 - 0442416

**Federal  
Supplemental  
Question 1b**

PHILLIPS TRANSPORTATION ALASKA, INC.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and acting Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation (the "Company"), and hereby further certifies that attached hereto as Exhibit A is a true and complete copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 22 day of February 2001.

[SEAL]

By: N. A. Loftis  
Name: N. A. Loftis  
Title: Secretary of Phillips Transportation  
Alaska, Inc.

STATE OF OKLAHOMA            )  
  ) ss:  
COUNTY OF WASHINGTON        )

BEFORE ME, the undersigned, a Notary Public in and for the State of Oklahoma, County of Washington, on this day personally appeared N. A. Loftis, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 22 day of February 2001.

Will B. Eccleston  
Notary Public

My commission expires on: August 18, 2002



EXHIBIT A  
TO  
CERTIFICATE OF SECRETARY

**PHILLIPS TRANSPORTATION ALASKA, INC.**

**BY-LAWS**

**ARTICLE I - STOCKHOLDERS**

**Section 1: Annual Meeting.**

An annual meeting of the stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held on the second Thursday of November each year after the year 2000.

**Section 2: Special Meetings.**

Special meetings of the stockholders, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or the chief executive officer and shall be held at such place, on such date, and at such time as they or he or she shall fix.

**Section 3: Notice of Meetings.**

Notice of the place, if any, date, and time of all meetings of the stockholders shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each stockholder entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Delaware General Corporation Law or the Certificate of Incorporation of the Corporation).

When a meeting is adjourned to another place, if any, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however,

that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4: Quorum.

At any meeting of the stockholders, the holders of a majority of all of the shares of the stock entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law. Where a separate vote by a class or classes or series is required, a majority of the shares of such class or classes or series present in person or represented by proxy shall constitute a quorum entitled to take action with respect to that vote on that matter.

If a quorum shall fail to attend any meeting, the chairman of the meeting or the holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date, or time.

Section 5: Organization.

Such person as the Board of Directors may have designated or, in the absence of such a person, the President of the Corporation or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of the meeting. In the absence of the Secretary of

the Corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

Section 6: Conduct of Business.

The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting.

Section 7: Proxies and Voting.

At any meeting of the stockholders, every stockholder entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

The Corporation may, and to the extent required by law, shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting may,

and to the extent required by law, shall, appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Section 8: Stock List.

A complete list of stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in his or her name, shall be open to the examination of any such stockholder in the manner provided by law.

The stock list shall also be open to the examination of any stockholder during the whole time of the meeting as provided by law. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

Section 9: Consent of Stockholders in Lieu of Meeting.

Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so

taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date the earliest dated consent is delivered to the Corporation, a written consent or consents signed by a sufficient number of holders to take action are delivered to the Corporation in the manner prescribed in the first paragraph of this Section.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed written, signed and dated for the purposes of this Section to the extent permitted by law.

## ARTICLE II - BOARD OF DIRECTORS

### Section 1: Number and Term of Office.

The number of directors who shall constitute the whole Board of Directors shall be such number as the Board of Directors shall from time to time have designated,

except that in the absence of any such designation, such number shall be three (3). Each director shall be elected for a term of one year and until his or her successor is elected and qualified, except as otherwise provided herein or required by law.

Whenever the authorized number of directors is increased between annual meetings of the stockholders, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease.

Section 2: Vacancies.

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until his or her successor is elected and qualified.

Section 3: Regular Meetings.

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 4: Special Meetings.

Special meetings of the Board of Directors may be called by one-third (1/3) of the directors then in office (rounded up to the nearest whole number) or by the

President and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given to each director by whom it is not waived by mailing written notice not less than five (5) days before the meeting or by telegraphing or telexing or by facsimile or electronic transmission of the same not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5: Quorum.

Two directors shall constitute a quorum for the transaction of business. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 6: Participation in Meetings By Conference Telephone.

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board of Directors or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 7: Conduct of Business.

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board of Directors may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing or by

electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 8: Compensation of Directors.

Directors, as such, may receive, pursuant to resolution of the Board of Directors, fixed fees and other compensation for their services as directors, including, without limitation, their services as members of committees of the Board of Directors.

ARTICLE III - COMMITTEES

Section 1: Committees of the Board of Directors.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV - OFFICERS

Section 1: Generally.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may from time to



time be appointed by the Board of Directors. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of stockholders. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any number of offices may be held by the same person.

Section 2: President.

The President shall be the chief executive officer of the Corporation. Subject to the provisions of these By-laws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have power to sign all stock certificates, contracts and other instruments of the Corporation which are authorized and shall have general supervision and direction of all of the other officers, employees and agents of the Corporation.

Section 3: Vice Presidents.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4: Treasurer.

The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors may from time to time prescribe.

Section 5: Secretary.

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the stockholders and the Board of Directors. He or she shall have charge of the corporate books and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 6: Delegation of Authority.

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section 7: Removal.

Any officer of the Corporation may be removed at any time, with or without cause, by the Board of Directors.

Section 8: Action with Respect to Securities of Other Corporations.

Unless otherwise directed by the Board of Directors, the President or any officer of the Corporation authorized by the President shall have power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of

stockholders of or with respect to any action of stockholders of any other corporation in which this Corporation may hold securities and otherwise to exercise any and all rights and powers which this Corporation may possess by reason of its ownership of securities in such other corporation.

## ARTICLE V - STOCK

### Section 1: Certificates of Stock.

Each stockholder shall be entitled to a certificate signed by, or in the name of the Corporation by, the President or a Vice President, and by the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer, certifying the number of shares owned by him or her. Any or all of the signatures on the certificate may be by facsimile.

### Section 2: Transfers of Stock.

Transfers of stock shall be made only upon the transfer books of the Corporation kept at an office of the Corporation or by transfer agents designated to transfer shares of the stock of the Corporation. Except where a certificate is issued in accordance with Section 4 of Article V of these By-laws, an outstanding certificate for the number of shares involved shall be surrendered for cancellation before a new certificate is issued therefor.

### Section 3: Record Date.

In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders, or to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other

lawful action, the Board of Directors may fix a record date, which record date shall not precede the date on which the resolution fixing the record date is adopted and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of any meeting of stockholders, nor more than sixty (60) days prior to the time for such other action as hereinbefore described; provided, however, that if no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and, for determining stockholders entitled to receive payment of any dividend or other distribution or allotment of rights or to exercise any rights of change, conversion or exchange of stock or for any other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts a resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing (including by telegram, cablegram or other electronic transmission as permitted by law) without a meeting, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall be not

more than ten (10) days after the date upon which the resolution fixing the record date is adopted. If no record date has been fixed by the Board of Directors and no prior action by the Board of Directors is required by the Delaware General Corporation Law, the record date shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner prescribed by Article I, Section 9 hereof. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the Delaware General Corporation Law with respect to the proposed action by written consent of the stockholders, the record date for determining stockholders entitled to consent to corporate action in writing shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

Section 4: Lost, Stolen or Destroyed Certificates.

In the event of the loss, theft or destruction of any certificate of stock, another may be issued in its place pursuant to such regulations as the Board of Directors may establish concerning proof of such loss, theft or destruction and concerning the giving of a satisfactory bond or bonds of indemnity.

Section 5: Regulations.

The issue, transfer, conversion and registration of certificates of stock shall be governed by such other regulations as the Board of Directors may establish.

ARTICLE VI - NOTICES

Section 1: Notices.

Notices to Directors and stockholders shall be in writing and delivered personally or mailed to the Directors or stockholders at their addresses appearing on

the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice to Directors may also be given by telegram or facsimile.

Section 2: Waivers.

Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII - MISCELLANEOUS

Section 1: Facsimile Signatures.

In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these By-laws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 2: Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 3: Reliance upon Books, Reports and Records.

Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her

duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4: Fiscal Year.

The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 5: Time Periods.

In applying any provision of these By-laws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another

corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE VIII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2: Right to Advancement of Expenses.

In addition to the right to indemnification conferred in Section 1 of this ARTICLE VIII an indemnatee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnatee in his or her capacity as a director or officer (and



not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this ARTICLE VIII shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Section 3: Right of Indemnitee to Bring Suit.

If a claim under Section 1 or 2 of this ARTICLE VIII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the

Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this ARTICLE VIII or otherwise shall be on the Corporation.

Section 4: Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this ARTICLE VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of

Incorporation, By-laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 5: Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 6: Indemnification of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE IX - AMENDMENTS

These By-laws may be amended or repealed by the Board of Directors at any meeting or by the stockholders at any meeting.

# **Federal Supplemental Question 1c**

**State of Alaska**  
**Department of Community and Economic Development**  
**Division of Banking, Securities and Corporations**

**CERTIFICATE**  
**OF**  
**COMPLIANCE**

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that  
**PHILLIPS TRANSPORTATION ALASKA, INC.**

authorized to transact business in Alaska as

**PHILLIPS TRANSPORTATION ALASKA, INC.**

is a corporation organized under the laws of **DELAWARE** and on **DECEMBER 28, 1970** qualified as a foreign business corporation authorized to do business in Alaska.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and  
affix the Great Seal of the State of Alaska on  
**FEBRUARY 16, 2001**



Deborah B. Sedwick  
Commissioner of Community  
and Economic Development

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "PHILLIPS TRANSPORTATION ALASKA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF NOVEMBER, A.D. 1950, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JANUARY, A.D. 1951, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF MARCH, A.D. 1955, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SINCLAIR PIPE LINE COMPANY" TO "ARCO PIPE LINE COMPANY", FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1969, AT 10 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1970, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0442416 8310

AUTHENTICATION: 0967776

010069535

DATE: 02-12-01

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 2

DECEMBER, A.D. 1983, AT 2 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF MAY, A.D. 1984, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ARCO PIPE LINE COMPANY" TO "ARCO TRANSPORTATION ALASKA, INC.", FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1991, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ARCO TRANSPORTATION ALASKA, INC." TO "PHILLIPS TRANSPORTATION ALASKA, INC.", FILED THE FIRST DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0442416 8310

AUTHENTICATION: 0967776

010069535

DATE: 02-12-01

**Federal  
Supplemental  
Question Id**



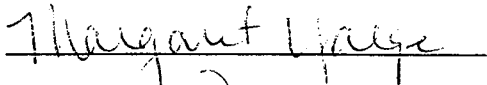
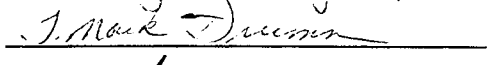
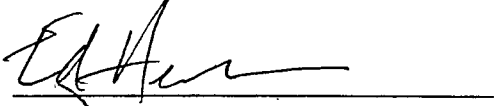
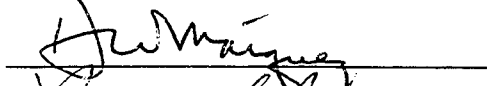
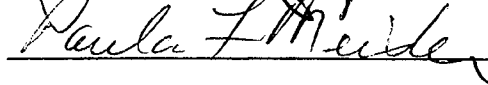
PHILLIPS TRANSPORTATION ALASKA, INC.

CERTIFICATE

The undersigned hereby certifies that he is the duly elected and acting Assistant Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation (the "Company"), and hereby further certifies as follows:

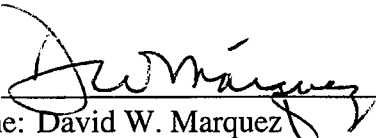
1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective February 28, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof. Such resolutions are the only resolutions adopted by the Board of Directors of the Company relating to the renewal of the Company's interest in the Trans-Alaska Pipeline System.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is the genuine signature of such person.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Margaret A. Yaege	President	
T. Mark Drumm	Vice President	
Edward R. Hendrickson	Vice President and Controller	
David W. Marquez	Assistant Secretary	
Paula F. Meisler	Assistant Secretary	

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 1<sup>st</sup> day of ~~February~~ March 2001.

[SEAL]

By:   
Name: David W. Marquez  
Title: Assistant Secretary of  
Phillips Transportation Alaska, Inc.

STATE OF ALASKA )  
3rd Judicial District ) ss:  
~~COUNTY OF~~ )

BEFORE ME, the undersigned, a Notary Public in and for the State of Alaska, <sup>Third Judicial</sup> ~~County of~~  
District, on this day personally appeared David W. Marquez, known to me to be the person  
whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the  
Assistant Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation, and  
acknowledged to me that he executed said instrument as his free act and deed in said capacity, and  
as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said  
corporation.

GIVEN under my hand and seal of office this 1st day of <sup>March</sup> ~~February~~ 2001.



Pamela L. Berkeley  
Notary Public

My commission expires on: 11/16/2004

**EXHIBIT A  
TO  
CERTIFICATE**

Resolutions

**WHEREAS**, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

**WHEREAS**, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

**WHEREAS**, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

**WHEREAS**, it is in the best interest of the Corporation to renew the TAPS Interests; and

**WHEREAS**, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

**WHEREAS**, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents").

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

**FURTHER RESOLVED**, that the President and any Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

**FURTHER RESOLVED**, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

**FURTHER RESOLVED**, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

**FURTHER RESOLVED**, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.

# **Federal Supplemental Question 1e**

Phillips Petroleum Company  
Direct and Indirect Subsidiaries and Affiliates  
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
66 Pipe Line Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Pipe Line Company	10	100.00000
Alpine Pipeline Company	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	100	100.00000
Alpine Transportation Company	700 G Street, Anchorage, AK 99501	Alpine Pipeline Company	78	78.00000
Alaska Pipeline Service Company	1250 Adams Building, Bartlesville, OK 74004	Anadarko Alpine Pipeline Systems, Inc. (22%) Phillips Alaska Pipeline Corporation (1.42%) Phillips Transportation Alaska, Inc. (22.29%)	142 2,229	1.4200 22.2900
Arctic LNG Transportation Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation	700	70.00000
Aztec Catalyst Company	1250 Adams Building, Bartlesville, OK 74004	Marathon Oil Company (30%)	300	100.00000
Bissendorf Biosciences BmGH	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Chevron Phillips Chemical Company LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 50%	480,000DM	40.00000
Chisholm Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Chevron USA, Inc. 50%	\$10 Contrib	50.00000
Colonial Pipeline Company	945 East Paces Ferry Road, Atlanta GA 30326	Phillips Investment Company	7,500	50.00000
Colonial Ventures L. L. C.	945 East Paces Ferry Road, Atlanta GA 30326	Phillips Petroleum Int'l Investment Company	2,556	7.10000
Common Data Access Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Int'l Investment Company	2,556	7.10000
		Phillips Petroleum Company United Kingdom Ltd	1 "A" UK	3.3330
		Phillips Petroleum Company (20%)	8,000	20.00000
		Marathon Oil Company (30%)	12,000	
		Mobil Pipe Line Company (20%)	8,000	
Cook Inlet Pipeline Company	700 G Street, Anchorage, AK 99501	Unocal (30%)	12,000	
		Phillips Petroleum Company	1	0.00800
		Phillips Petroleum Company Norway	1	0.00800
		Phillips Petroleum Company U.K. Ltd.	1	0.00800
Cristal Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	8,404	20.0100
Dixie Pipeline Company	1117 Perimeter Cir W, Ste W301, Atlanta, GA 3033	Dixie Pipeline Company	10	100.00000
Dixie Terminating Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Drilling Specialties Company	1250 Adams Building, Bartlesville, OK 74004	Duke Energy Field Services Corporation (69.70%) Phillips Gas Company (30.30%)		
Duke Energy Field Services	900 Republic Plaza, 370 Seventeenth St. Denver C	Phillips Alaska Natural Gas Corporation (70%)	700	30.30000
		Marathon Oil Company (30%)	300	70.00000
Eagle Sun Company Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	1,331	6.07000
Explorer Pipeline Company	8846 S. Canton Tulsa, OK 74119	Four Star Holding Company, Inc.	1000	100.00000
Four Star Beverage Company, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Four Star Holding Company, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	1.00000
Gas Natural Del Guasare, Ltd.	1250 Adams Building, Bartlesville, OK 74004	The Largo Company	Partnership	20.00000
Gaviota Terminal Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	4,000	57.14000
Hamaca Holdings LLC	1500 Research Pkwy Suite 100 College Station Tx	Phillips Petroleum Company	1	0.5917
Heat Transfer Research Inc.	234 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Hotel Phillips Management Company	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	1,000	100.00000
International Energy Limited	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Corporation	250	100.00000
International Petroleum Sales Inc.	1250 Adams Building, Bartlesville, OK 74004	Marathon Oil Company (30%)	300	70.00000
Kenai LNG Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation	1	100.00000
Kenai Tankers LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	33,001	100.00000
Kuparuk Pipeline Company	700 G Street, Anchorage, AK 99501	BP Transportation (Alaska) Inc. (38%) Kuparuk Pipeline Company (57%) Union Kuparuk Pipeline Company (5%)	38 57 5	57.00000
Kuparuk Transportation Company	700 G Street, Anchorage, AK 99501	Phillips Investment Company 99.99%	49,999	
Latin America Credit, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 1.0%	1	100.00000

Phillips Petroleum Company  
Direct and Indirect Subsidiaries and Affiliates  
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Merely Sweeny, L.P.	1008 E Ashley Wilson Rd., Sweeny TX 77480	Sweeny Coker LLC (GP) 10%	Partnership	50.5000
Norpipe a.s.	Stavanger, Norway	Sweeny Coker Invest Sub (LP) 49.5%	4,438,200	100.00000
Norpipe Oil AS	Stavanger, Norway	Norsea Gas A/S (is owned 15.89%)	35,349	35.0500
Norpipe Petroleum UK Limited	Stavanger, Norway	Phillips Petroleum Company Norway	3,500,000	100.00000
Norsea Gas A/S	Stavanger, Norway	Norsea Pipeline Limited	92,554	15.8900
Norsea Gas GmbH	Stavanger, Norway	Phillips Petroleum Company Norway	628,800	20.9600
Norsea Pipeline Limited	Stavanger, Norway	Phillips Investment Company	2,227,873	29.2600
North Gillette Coal Company	Stavanger, Norway	Phillips Petroleum Company United Kingdom Ltd	10	100.00000
Offshore Kazakhstan International Operating Co. N.V	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	7500	7.1400
Oil Casualty Insurance Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Kazakhstan, Ltd.	490	7.3000
Oil Insurance Limited	3 C4 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	1	2.2000
Oiltok Pipeline Company	3 C4 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
	700 G Street, Anchorage, AK 99501			
	Centro Bahia Pozuelos Ph, Interseccion Ave Hueva			
Petrolera Ameriven S.A.	Esparta Con Calle Cerro, Barcelona Estado	Phillips Petroleum Company Venezuela Limited	50 (Class C)	25.0000
Petrolera Hamaca S.A.	Anzoategui Venezuela			
	Edif PDVSA Exploracion Y, produccion Piso 6 Av	Phillips Petroleum Company Venezuela Limited	2000 (Class C)	20.0000
	ernesto Blohm Chuao Caracas Venezuela	Phillips Petroleum Company (Common)	371,134	100.0000
Phillips 66 Capital I	1250 Adams Building, Bartlesville, OK 74004	Various (8.24% Preferred)	12,000,000	Investors
Phillips 66 Capital II	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company (Common)	10,825	100.0000
Phillips Alaska Holdings, Inc.	1250 Adams Building, Bartlesville, OK 74004	Various (8% Trust Originated)	349,790	Investors
Phillips Alaska Natural Gas Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.00000
Phillips Alaska Pipeline Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	750	100.00000
Phillips Alpine Alaska, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	20	100.00000
Phillips Alpine Alaska, LLC	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	100	100.00000
Phillips Australasia Exploration Co.	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Holdings, Inc.		100.00000
Phillips Australia Gas Holdings Pty Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Australia WA-248 Company Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waustra	Phillips International Investments, Inc.	1000	100.00000
Phillips Beluga, Inc.	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waustra	Phillips Petroleum Int'l Investment Company	1000	100.00000
Phillips Caspian, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips China Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Coal Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Communication, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Expatriate Services Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips Exploration Angola, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Gas Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	1,000	100.00000
Phillips Gas Company Shareholder, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Gas Investment Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips Gas Marketing Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Gas Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Gas Supply Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Indonesia Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.00000
Phillips International Exploration, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation	10	100.00000
Phillips International Investments, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
	Atlantic House, 3rd Fl, 2nd Terrace East & Collins	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Investment Company	Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	100	100.00000
Phillips Kazakhstan Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips LNG Ventures Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Morrison Resources Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Canada Ltd.	5,724,551	51.0000
		NorthStar Energy Corp. (49%)	5,500,049	

D-I Sub-Aff-Owner-Address-Shrs-Pct 1-31-01.xls

02/21/2001

Phillips Petroleum Company  
Direct and Indirect Subsidiaries and Affiliates  
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Phillips Oil (GB) Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	100,000	100.000000
Phillips Oil Company (Nigeria) Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Co (19.9999shr 99%)	20,000	100.000000
Phillips Oil Company Australia	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company (1shr 1%)	10	100.000000
Phillips Oil Trading Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	100	100.000000
Phillips P.C. Resources Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Int'l Corporation	9,242,057	56.990000
Phillips Petroleum (00-21) Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Petro-Canada (43.01%)	6,975,043	100.000000
Phillips Petroleum (91-12) Pty. Limited	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Phillips Investment Company	175,182,173	100.000000
Phillips Petroleum (95-19) Pty. Limited	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Phillips Investment Company	25,000,002	100.000000
Phillips Petroleum (96-16) Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Phillips STL Ventures Inc.	1000	100.000000
Phillips Petroleum (96-20), Inc.	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Africa, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips STL Ventures Inc.	10	100.000000
Phillips Petroleum Angola, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.000000
Phillips Petroleum Argentina S.A.	Piso 2, Capital Federal 1395 Buenos Aires, Argentina	Phillips International Investments, Inc.	119	100.000000
Phillips Petroleum Asia Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation 99.17%	1	100.000000
Phillips Petroleum Bohal Ltd.	1250 Adams Building, Bartlesville, OK 74004	Jorge Garcia Santillan . 83%	10	100.000000
Phillips Petroleum Borneo, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1000	100.000000
Phillips Petroleum Canada Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Company	10	100.000000
Phillips Petroleum Chemicals U.K. Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Int'l Investment Company	69	100.000000
Phillips Petroleum Company Algeria	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company United Kingdom Ltd /Dir	100	100.000000
Phillips Petroleum Company Andes	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Company Bolivia	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Company Cameroon	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.000000
Phillips Petroleum Company Indonesia	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Company Ireland	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.000000
Phillips Petroleum Company Manx Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Company Niugini	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.000000
Phillips Petroleum Company Norway	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	200	100.000000
Phillips Petroleum Company United Kingdom Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum UK Investment Corp.	57,500	100.000000
Phillips Petroleum Company Venezuela Ltd.	PO Box 5000, Caracas, Venezuela 1060	Phillips Petroleum Company 1.0%	120	100.000000
Phillips Petroleum Company Western Hemisphere	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Int'l Investment Company 99%	11,880	100.000000
Phillips Petroleum Company ZOC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.000000
Phillips Petroleum Company Australia Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waus	Phillips Investment Company	10	100.000000
Phillips Petroleum Do Brasil Ltda.	Av Rio Branco No. 1, 12th Fl, Parial Ctr. Rio De Janeiro, Brazil CEP 20090-003 Brazil	Phillips International Investment Inc. .05	200	100.000000
Phillips Petroleum Eurasia, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 99.95	386,200	100.000000
Phillips Petroleum Europe Exploration Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.000000
Phillips Petroleum Greenland, A/S	Po Box 220 Tananger, Norway N-0456	Phillips Petroleum Company	10	100.000000
Phillips Petroleum Int'l Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	500	100.000000
Phillips Petroleum Int'l Corporation Denmark	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	500	100.000000
Phillips Petroleum Int'l Corporation Italy	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation (99.80%)	998	99.800000
Phillips Petroleum Int'l Corporation Somalia	1250 Adams Building, Bartlesville, OK 74004	David G. Bird (10%)	1	100.000000
Phillips Petroleum Int'l Corporation Venezuela	1250 Adams Building, Bartlesville, OK 74004	Caledonian Bank & Trust Ltd. (.10%)	1	100.000000
Phillips Petroleum Int'l Corporation Yemen	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.000000
		Phillips Petroleum Int'l Corporation	10	100.000000



Phillips Petroleum Company  
Direct and Indirect Subsidiaries and Affiliates  
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Phillips Petroleum Int'l Investment Co.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	1,000	100.00000
Phillips Petroleum Int'l Ventures Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Petroleum Kazakhstan, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Kuwait, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Latin America, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Management Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	2,500	100.00000
Phillips Petroleum Middle East, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Mudway, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Norsk A/S	PO Box 1766 - VIK, Oslo 1 N-0122 Norway	Phillips Petroleum Int'l Investment Company	1,000	100.00000
Phillips Petroleum Oman, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Pension Trustees Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	100	100.00000
Phillips Petroleum Peru Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Products Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd/Dir	10,000	100.00000
Phillips Petroleum Resources, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	30,000	100.00000
Phillips Petroleum Russia Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Russia, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum S. A., Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Sisimuit A/S	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum South Africa, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum T&T, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Timor Sea Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	100	100.00000
Phillips Petroleum Timor Sea Pty Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Timor Sea Inc	5,610	100.00000
Phillips Petroleum UK Investment Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	960,000	100.00000
Phillips Petroleum Venezuela L. L. C.	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Investment Company(1%)	2 Members	100.00000
Phillips Pipe Line Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Co (99%)	1,000	100.00000
Phillips Pipeline Australia Pty Ltd	Level 1, 28-42 Ventnor Ave, West Perth 6005	Phillips Investment Company		100.00000
Phillips Pt. Arguello Production Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Receivables Company, LLC	3 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	1	100.00000
Phillips Retail Marketing Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips STL Pty, Ltd.	Level 1, 28-42 Ventnor Ave, West Perth 6005 Waustr	Phillips STL Ventures Inc.	10	100.00000
Phillips STL Ventures Inc.	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Investment Company	10	100.00000
Phillips Texas Pipeline Company, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Pipe Line Company 1%	Gen Partner	100.00000
Phillips Transportation Alaska, Inc.	700 G Street, Anchorage, AK 99501	66 Pipe Line Company 99%	Ltd Partner	100.00000
Phillips Utility Gas Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	18,695	100.00000
Phillips-Imperial Petroleum Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Seagas Pipeline Company	10	100.00000
Phillips-New Mexico Partners, L.P.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company United Kingdom Ltd	10,000 A.	50.00000
Phillips-San Juan Partners, L.P.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Co(95%)	Partnership	100.00000
Point Arguello Natural Gas Company	1250 Adams Building, Bartlesville, OK 74004	North Gillette Coal Co(5%)	Mgr Partner	100.00000
Point Arguello Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	Owner	26.31522
Polar Independence, Inc.	PO Box 1967 Houston, TX 77251-1967	Phillips Petroleum Company	Partner	20.08928
Polar LNG Shipping Corporation	1250 Adams Building, Bartlesville, OK 74004	The Largo Company	10	100.00000
Polar Tankers Spill Response Company	1250 Adams Building, Bartlesville, OK 74004	Polar Tankers, Inc.	700	70.00000
Polar Tankers, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation (70%)	300	100.00000
		Marathon Oil Company (30%)	100	100.00000
		Polar Tankers, Inc.	100	100.00000
		Phillips Petroleum Company	100	100.00000

Phillips Petroleum Company  
Direct and Indirect Subsidiaries and Affiliates  
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Prince William Sound Oil Spill Response Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Pipeline Corporation	20,346	2.0346
Proteina Brasileira LTDA	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 99.89% Directors 5@.022 = .11%	9290	100.000000
Seagas Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.000000
			5,000	100.000000
Seaway Crude Pipeline Company	252 Adams Building, Bartlesville, OK	Phillips Gas Pipeline Company (34 Class B) Seagas Pipeline Co (66 Class B) (100% Class B) Arco Seaway, LLC (100 Class A)- Arco Operator.	34 Class B 66 Class B 100 Class A	50.0000
Seaway Products Pipeline Company	252 Adams Building, Bartlesville, OK	Phillips Gas Pipeline Company (34 Class B) Seagas Pipeline Co (66 Class B) (100% Class B) BP Amoco 100% Class A & Operator	Partner	50.0000
Shanghai Golden Phillips Petrochemical Company Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	Partner	40.0000
Skelly-Belvieu Pipeline Company, L. L. C.	252-D Adams Building, Bartlesville, OK 74004	WestTex 66 Pipeline Company	Member	50.0000
Sooner Insurance Brokers Ltd.	FB Perry Bldg. Po Box HM 1995, Hamilton HN HX Bermuda	Sooner Insurance Company	12,000	100.000000
Sooner Insurance Company	3 C4 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	100,000	100.000000
SouthTex 66 Pipeline Company, Ltd.	1250 Adams Building, Bartlesville, OK 74004	SouthTex Pipeline Holding Company		100.000000
Sweeny Coker Investor Sub, Inc.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Petroleum Company	10	100.000000
Sweeny Coker L.L.C.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Petroleum Company	Member	50.0000
Sweeny Funding Corp.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Merrey Sweeney, L.P.	1,000	100.000000
Sweeny Utility Pipeline Company	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Utility Gas Corporation		100.000000
The Largo Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Pt. Arguello Production Company	1,000	100.000000
WestTex 66 Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	100	100.000000
Wickham Point PTY LTD	Level 1, 28-42 Ventnor Ave, West Perth 6005 Wauat	Phillips International Investments, Inc.	1	100.000000
				2

# REVISIONS

**SUPPLEMENTAL APPLICATION  
OF  
PHILLIPS TRANSPORTATION ALASKA, INC.  
FOR RENEWAL OF THE TRANS-ALASKA  
PIPELINE SYSTEM ON FEDERAL LANDS  
FEDERAL VOLUME 1-PT OF 3  
REVISION LOG**

**NOTICE:**

The contents of this binder are subject to change without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at [www.tapsrow.com](http://www.tapsrow.com). Please visit the web site to ensure that you have the current version of binder contents.